



PONY CLUB
WESTERN AUSTRALIA

CONSTITUTION

17 August 2017

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PONY CLUB WESTERN AUSTRALIA INC.

1. NAME OF ASSOCIATION

The name of the Association is Pony Club Western Australia Incorporated.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise.

Act means the *Associations Incorporated Act (2015)*.

Adjourned Board Meeting has the meaning given in clause 18.3(c)(i).

Adjourned Annual General Meeting has the meaning given in clause 10.10(c)(ii)(A).

Appointed Director means any person appointed to the Board in accordance with clause 16.

Association means Pony Club Western Australia Incorporated.

Board means the board of Directors of the Association.

Board Register has the meaning given in clause 14.5(a).

Chairperson has the meaning given in clause 14.4(a).

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act.

Constitution means this constitution of the Association.

Delegate means the person(s) appointed by a Member Club, from time to time, to act for and on behalf of a Member Club at a General Meeting.

Dispute Committee has the meaning given in clause 13.2.

Director means a member of the Board, includes Elected Directors and Appointed Directors (and any person acting in that capacity from time to time).

Due Date has the meaning given in clause 7.9(b).

Elected Director means any person elected to the Board in accordance with clause 15.

Financial Report of a tier 2 association or tier 3 association, has the meaning given in section 63 of the Act.

Financial Statements means financial statements prepared in accordance with Division 3 of Part 5 of the Act.

Financial Year has the meaning given in clause 23.5.

General Meeting means a meeting of the Association that all Members are entitled to receive notice of and attend and includes the annual general meeting and any Special General Meeting.

Individual Member means a registered, financial member of a Member Club or an individual who is otherwise recognised by the Association as an Individual Member including in accordance with subparagraphs (b) and (c) of clause 6.1.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association.

Member means a member of the Association entered in the Register, and includes each category of membership set out in clause 6.1.

Member Club means a Pony Club which is affiliated with the Association under clause 7.2 and includes a Delegate where the context requires.

Objects means the objects of the Association in clause 3.

PCA means Pony Club Australia Limited.

Pony Club means a properly constituted voluntary youth organisation for those interested in horses and riding.

Probationary Member Club means a Pony Club which is undertaking the affiliation process with the Association in accordance with clause 7.

Register means a register of Members kept and maintained by the Association in accordance with clause 9.

Seal means the common seal of the Association.

Special General Meeting means any General Meeting other than the annual general meeting.

Special General Meeting Request has the meaning given in clause 10.2(b).

Special Resolution means a resolution passed:

- (i) at a General Meeting; and
- (ii) by the votes of not less than three-fourths of the Members who are present and entitled to vote at that General Meeting.

State Life Member means an individual appointed as a Life Member of the Association under clause 6.2.

State Coaching Panel means the panel of registered coaches responsible for the policy and direction of coaching throughout the Association.

Tier 1 association means an incorporated association to which section 64(1) of the Act applies.

Tier 2 association means an incorporated association to which section 64(2) of the Act applies.

Tier 3 association means an incorporated association to which section 64(3) of the Act applies.

Zone means a group of Member Clubs as designated by the State Coaching Panel in accordance with their geographical location.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons includes corporations (where applicable);
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any clause of this Constitution or any phrase contained therein is held to be invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 Compliance with the Act

This Constitution is subject to the Act and the Act shall prevail over any clause in this Constitution to the extent of any inconsistency.

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are to:

- (a) encourage young people to ride and to learn to enjoy all approved kinds of sport connected with horses and riding;

- (b) provide instruction in riding and horsemanship and to instil in Individual Members the proper care of their animals;
- (c) promote the highest ideals of fellowship, citizenship and loyalty, and to cultivate strength of character and self-discipline;
- (d) conduct, encourage, promote, advance, control and manage Pony Club throughout Western Australia;
- (e) affiliate with Pony Club Australia or any other body whose objects are similar to those of the Association;
- (f) to adopt, formulate, issue, interpret and amend policies, rules and regulations for the control and conduct of Pony Club in Western Australia;
- (g) at all times act on behalf of, and in the best interest of, the Members and Pony Club in Western Australia; and
- (h) undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of the objects.

4. POWERS OF THE ASSOCIATION

Subject to the Act and this Constitution, the Association may do all things necessary or convenient for carrying out its objects, and in particular may:

- (a) acquire, hold, deal with and dispose of real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money in any manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real or personal property upon trust, but does not have the power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Association.

5. NOT FOR PROFIT

- (a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made to a Member out of the funds of the Association only if it is authorised under clause 5(c).

- (c) A payment to a Member out of the funds of the Association is authorised if it is:
 - (i) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business;
 - (ii) the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
 - (iii) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
 - (iv) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

6. MEMBERS

6.1 Categories of Members

The members of the Association shall consist of:

- (a) Member Clubs which, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings via its Delegate;
- (b) State Life Members who, subject to this Constitution, shall have the right to receive notice of, be present and to debate, but shall have no right to vote, at General Meetings;
- (c) Individual Members and Directors who, subject to this Constitution, shall have the right to receive notice of and be present, but shall have no right to debate or to vote, at General Meetings. For the avoidance of doubt, the Directors may address the Members at a General Meeting where it is appropriate and reasonable to do so; and
- (d) such new or other categories of members as may be established by the Board. Any new category of member established by the Board may only be granted voting rights by way of Special Resolution.

6.2 State Life Members

- (a) The Board may recommend to the Members at any annual general meeting that an individual who has rendered distinguished service to the Association or Pony Club, where such service is deemed to have assisted the advancement of Pony Club in Western Australia, be appointed as a State Life Member.
- (b) The appointment of any individual, recommended by the Board in accordance with clause 6.2(a), as a State Life Member is subject to a Special Resolution to be passed at an annual general meeting.
- (c) An individual, appointed as a State Life Member in accordance with clause 6.2(b), must accept or reject the appointment in writing. Upon receipt of written acceptance, the

Association shall enter that individual's details into the Register and from the time of entry on the Register the individual shall be a State Life Member.

7. AFFILIATION – MEMBER CLUBS

7.1 Eligibility for Affiliation

- (a) To be eligible for affiliation with the Association, a Member Club must be incorporated or in the process of incorporation. This process must be completed within two years of applying for affiliation.
- (b) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Member Club shall be resolved by the Board acting in its sole discretion and with appropriate legal advice (where applicable).
- (c) If a Member Club fails to incorporate within the period stated in clause 7.1(a), the Member Club's affiliation with the Association will be terminated and the Member Club will cease to be a Member of the Association.
- (d) Any Member Club that ceases to be affiliated with the Association under clause 7.1(c) shall not be entitled to re-apply for affiliation until it becomes incorporated.

7.2 Becoming a Member Club

- (a) An application for affiliation by any Pony Club must be:
 - (i) made in accordance with the procedures set down by the Association from time to time; and
 - (ii) accompanied by a copy of the Pony Club's constitution which must be acceptable to the Association and substantially conform to this Constitution and the Act.
- (b) The Association may accept or reject an application regardless of whether the Pony Club has complied with the requirements in clause 7.2(a) or not. The Association shall not be required or compelled to provide reasons for such acceptance or rejection. In the event that the application is rejected, the Association shall refund any fees forwarded with the application.

7.3 Probationary Member Clubs

- (a) A Pony Club becomes a Probationary Member Club when the Association accepts its application for affiliation and the Pony Club pays any affiliation fees payable to the Association as set out in clause 7.9.
- (b) Subject to this Constitution, Probationary Member Clubs shall have the right to receive notice of and to be present, but shall have no right to debate or to vote, at General Meetings.
- (c) Upon fulfilment of the requirements for affiliation, as set down by the Association from time to time, and approval of affiliation by the Board, the Association shall enter that Probationary Member Club's details into the Register and the Probationary Member Club shall be a Member Club from the time of entry on the Register.

7.4 Deemed Affiliation

- (a) All Pony Clubs which are, prior to the approval of this Constitution under the Act, members of the Association, shall be deemed to be Member Clubs, for the purposes of this Constitution, from the time of approval of this Constitution under the Act.
- (b) Member Clubs shall provide the Association with such details as are reasonably required by the Association under this Constitution within 28 days of the approval of this Constitution under the Act.

7.5 Renewing Affiliation

- (a) Member Clubs must renew their affiliation with the Association annually in accordance with the procedures set down by the Association from time to time.
- (b) Upon renewal, a Member Club must lodge with the Association an updated copy of its constitution, where applicable, and must provide any other information reasonably required by the Association.

7.6 When Affiliation Ceases

- (a) A Member Club shall cease to be affiliated with, and cease to be a Member of, the Association, when any of the following takes place:
 - (i) when the Member Club is wound up in accordance with the Act;
 - (ii) when the Member Club's affiliation with the Association is terminated in accordance with clause 7.1(c);
 - (iii) the Member Club resigns from the Association under clause 7.7;
 - (iv) subject to clause 7.9(d), the Member Club fails to pay its annual affiliation fee in accordance with clause 7.9(c); or
 - (v) the Member Club is expelled from the Association under clause 12.1.
- (b) When a Member Club ceases to be affiliated with, and ceases to be a Member of, the Association, the Association must keep a record of:
 - (i) the date on which the Member Club ceased to be a Member; and
 - (ii) the reason why the Member Club ceased to be a Member,for a period of at least one year from the date on which the Member Club ceased to be a Member.

7.7 Resignation

- (a) A Member Club may resign from the Association by giving written notice to the Association in accordance with the procedures set down by the Association from time to time.
- (b) The resignation takes effect on the later of:

- (i) the date the Association receives the notice; or
 - (ii) the date stated in the notice (if any).
- (c) A Member Club who has resigned from the Association remains liable for any outstanding fees that are owed to the Association at the time of resignation.
- (d) The Association may recover any outstanding fees in a court of competent jurisdiction as a debt due to the Association.

7.8 Rights not Transferable

The rights of a Member Club are not transferable and end when the Member Club's affiliation ceases.

7.9 Affiliation Fees

- (a) The Board must determine the annual affiliation fee (if any) to be paid for affiliation with the Association.
- (b) A Member Club must pay the annual affiliation fee to the Association by the date determined by the Board (the **Due Date**).
- (c) If a Member Club has not paid the affiliation fee within 28 days of the Due Date, the Member Club shall cease to be affiliated with, and cease to be a Member of, the Association.
- (d) Notwithstanding clause 7.9(c), the Board may, in its sole discretion:
 - (i) decide to accept payment of the annual affiliation fee notwithstanding that it is paid after the Due Date; and
 - (ii) reinstate the relevant Member Club's affiliation with the Association from the date the payment is accepted.

7.10 Member Club List of Members

Member Clubs must supply to the Association a list of all their members for inclusion on the Register within 28 days of an individual becoming a member of their club.

8. MEMBERSHIP – INDIVIDUAL MEMBERS

8.1 Eligibility for Individual Membership

Any person who supports the objects or purposes of the Association is eligible to apply to a Member Club or Probationary Member Club to become an Individual Member of the Association.

8.2 Becoming an Individual Membership

- (a) Any person who wishes to become an Individual Member must apply to a Member Club in accordance with the procedures set down by the Member Club.
- (b) An individual becomes an Individual Member when:

- (i) the individual's details are submitted to the Association by a Member Club; and
- (ii) the individual's membership fees payable to the Association under clause 8.7 are received.

8.3 Deemed Individual Membership

All individuals who are, prior to the approval of this Constitution under the Act, members of the Association, shall be deemed to be Individual Members, for the purposes of this Constitution, from the time of approval of this Constitution under the Act.

8.4 When Individual Membership Ceases

- (a) An individual ceases to be an Individual Member when any of the following takes place:
 - (i) the individual dies;
 - (ii) the individual resigns from the Member Club;
 - (iii) the individual is expelled from the Member Club; or
 - (iv) the individual ceases to be a member of the Member Club for any other reason.
- (b) When an Individual Member, ceases to be a Member, the Association must keep a record of:
 - (i) the date on which the Individual Member ceased to be a Member; and
 - (ii) the reason why the Individual Member ceased to be a Member,for a period of one year from the date on which the individual ceased to be a Member.

8.5 Resignation

An Individual Member may resign from membership of the Association by resigning from their Member Club in accordance with the procedures set down by that Member Club.

8.6 Rights not Transferable

The rights of an Individual Member are not transferable and end when the Individual Member's membership ceases.

8.7 Individual Membership Fees

- (a) The Board must determine the annual membership fee (if any) to be paid by Individual Members for membership to the Association.
- (b) The fees determined under clause 8.7(a) may vary as between different categories of membership.
- (c) For the avoidance of doubt, the annual membership fees may be paid by Member Clubs on behalf of any Individual Members.

9. REGISTER OF MEMBERS

9.1 Maintaining the Register of Members

- (a) The Association shall keep and maintain a Register in accordance with the Act, containing:
 - (i) the name and residential, postal or email address of each Member; and
 - (ii) the categories of membership of each Member (if applicable).
- (b) Any changes to the information contained in the Register must be recorded in the Register by the Association within 28 days after the change occurs.

9.2 Inspection of Register

- (a) The Register is available for inspection by any Member upon written request to the Board.
- (b) A Member may make copy of entries in the Register.
- (c) A Member may apply, in writing, to the Board for a copy of the Register. The Board may, in its sole discretion, require the Member to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- (d) The Board may charge a reasonable fee for providing a copy of the Register.
- (e) An individual must not use or disclose any information in the Register for any purpose other than a purpose that:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) relates to the administration of the Act.

10. GENERAL MEETINGS

10.1 Annual General Meeting

- (a) The Association must hold an annual general meeting once in each calendar year and no later than six months after the end of the Financial Year, except where the Commissioner has allowed a longer period under the Act.
- (b) The Board must determine the date, time and place of the annual general meeting.
- (c) The ordinary business of the annual general meeting shall be:
 - (i) to confirm the minutes of the previous annual general meeting and of any Special General Meeting held in the time since the last annual general meeting;
 - (ii) to receive and consider the Board's annual report on the Association's activities during the preceding Financial Year;
 - (iii) to receive and consider:

- (A) if the Association is a tier 1 association, the financial statements of the Association for the preceding Financial Year presented under Part 5 of the Act;
 - (B) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding Financial Year presented under Part 5 of the Act; and
 - (C) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report (as applicable);
- (iv) to elect Directors in accordance with this Constitution;
 - (v) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act; and
 - (vi) to transact any other business which under this Constitution or the Act may properly be brought before the annual general meeting.
- (d) No business other than that stated on the notice of an annual general meeting shall be transacted at that meeting.

10.2 Special General Meetings

- (a) The Board may at any time convene a Special General Meeting of the Association.
- (b) Subject to clause 10.2(c), the Board must convene a Special General Meeting if a written request for a Special General Meeting is made by at least 19% of the Member Clubs who are entitled to vote at a General Meeting (**Special General Meeting Request**) is lodged with the Board.
- (c) The Special General Meeting Request must be signed by the requisite number of the Member Clubs and state the business to be conducted at the Special General Meeting.
- (d) The Special General Meeting must be convened by the Board in within 28 days of receipt of a Special General Meeting Request in accordance with this Constitution.
- (e) If the Board does not convene a Special General Meeting within that 28 day period, the Member Clubs making the requirement (or any of them) may convene the Special General Meeting.
- (f) A Special General Meeting convened by Member Clubs under clause 10.2(e):
 - (i) must be held within three months after the date of the Special General Meeting Request; and
 - (ii) may only consider the business stated in the Special General Meeting Request.
- (g) The Association must reimburse any reasonable expenses incurred by the Member Clubs convening a Special General Meeting under clause 10.2(e).

10.3 Notices of Motion

- (a) Member Clubs may submit notices of motion for inclusion as special business at a General Meeting, other than at any General Meeting convened under clause 10.2(e).
- (b) Notices of Motion shall be called for 60 days' prior to the date of any General Meeting.
- (c) All notices of motion must be submitted in writing to the Association not less than 30 days' prior to the date of the General Meeting.

10.4 Notice of General Meeting

- (a) Notice of every General Meeting must be given to all Members, and to any auditor or reviewer of the Association.
- (b) No other person is entitled to receive notice of a General Meeting, except any person authorised by the Board.
- (c) Notice of General Meetings must be provided to each Member:
 - (i) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a General Meeting in any other case.
- (d) The notice of General Meeting must:
 - (i) specify the date, time and place of the meeting;
 - (ii) indicate the general nature of each item of business to be considered at the meeting;
 - (iii) include any notice of motion received from Member Clubs to be considered at the meeting;
 - (iv) state that the Member Club may appoint:
 - (A) a Delegate to represent and act on behalf of the Member Club at the meeting; or
 - (B) another Member Club to act as a proxy for the Member Club at the meeting;
 - (v) include a copy of the Appointment of Proxy Form;
 - (vi) if the meeting is the annual general meeting, include the names of the Members who have nominated for election to the Board; and
 - (vii) if a Special Resolution is proposed:
 - (A) set out the wording of the proposed resolution as required by the Act; and
 - (B) state that the resolution is intended to be proposed as a Special Resolution.

- (e) The non-receipt of a notice of General Meeting by, or the accidental omission to give notice to, any person entitled to receive the notice does not invalidate the proceedings or any resolution passed at the meeting.

10.5 Delegates

- (a) Each Member Club may appoint one Delegate to represent, act and vote on behalf of the Member Club at General Meetings.
- (b) A Delegate must:
 - (i) be a registered and financial member of the Member Club;
 - (ii) be appropriately empowered by the Member Club to consider, make decisions and vote at General Meetings on the Member Club's behalf;
 - (iii) not be a Director; and
 - (iv) not be a Delegate for more than one Member Club at any one time.
- (c) Each Member Club must advise the Association of the identity of its Delegate prior to the commencement of any General Meeting.

10.6 Proxies

- (a) Subject to clause 10.6(b), a Member Club may appoint another Member Club as its proxy to act, vote and speak on its behalf at a General Meeting.
- (b) No Member Club shall exercise more than one proxy vote on behalf of another Member Club at any one time.
- (c) The appointment of a proxy must be in writing in a form approved by the Board from time to time.
- (d) The Member Club appointing the proxy may give specific directions as to how the proxy is to vote on its behalf.
- (e) If no instructions are given to the proxy, the proxy may vote on behalf of the Member Club in any matter as the proxy sees fit.
- (f) Each Member Club must advise the Association of its proxy prior to the commencement of any General Meeting.

10.7 Chairperson to Preside

Subject to clause 14.4(c), the Chairperson must preside as chairperson of each General Meeting.

10.8 Attendance at General Meetings

The Board may determine that a General Meeting of the Association may be held using any medium by which each of the Members present can simultaneously hear all other participants (including telephone, video conferencing and any other means of instant communication) and in that case:

- (a) the participating Members are taken to be present at that General Meeting for the purposes of clause 10.10;
- (b) the General Meeting is taken to be held at the location where the Chairperson of the meeting is; and
- (c) all proceedings of the Association conducted in accordance with this clause are as valid and effective as if conducted at a General Meeting at which all of the Members were present in person.

10.9 Direct Voting

- (a) The Board may determine that a Member who is entitled to attend and vote at a General Meeting may vote at that meeting without being physically present at that meeting by communicating the Member's voting intentions to the Association directly by post, email or other electronic means approved by the Board prior to a General Meeting.
- (b) Where the Board makes a determination in accordance with clause 10.9(a), the Board may also make rules about the manner in which a direct vote may be cast at that General Meeting, the circumstances in which a direct vote is taken to be valid, the counting of direct votes and any other matter relating to the exercise of direct votes as the Directors think fit.
- (c) Any direct vote cast in accordance with the rules determined by the Board in accordance with clause 10.9(a) by a Member entitled to vote at that meeting is taken to have been cast by that Member at that meeting.

10.10 Quorum

- (a) No business may be transacted at a General Meeting unless a quorum is present.
- (b) Subject to clause 10.10(c), the quorum for a General Meeting shall be the presence of at least 25% of the total number of Member Clubs (including by way of proxy).
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (i) in the case of a Special General Meeting, the meeting must be automatically dissolved; or
 - (ii) in the case of an annual general meeting:
 - (A) the meeting stands adjourned to a day, time and place as determined by the Board or, if no decision is made by the Board, to the same time, day and place in the following week (**Adjourned Annual General Meeting**); and
 - (B) if no quorum is present at the Adjourned Annual General Meeting within 30 minutes after the notified commencement time for the meeting, and at least 15% of the total number of Member Clubs are present at the meeting, those Member Clubs present are taken to constitute the quorum.

10.11 Adjournments

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Member Clubs present at the meeting, adjourn the meeting to such day, time and place as reasonably determined by the Chairperson.
- (b) Without limiting clause 10.11(a), a General Meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give Member Clubs more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished with the meeting was adjourned.
- (d) A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed and not the date of the original General Meeting.
- (e) When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting must be given as in the case of the original meeting. In all other cases it is not necessary to give notice of the adjourned General Meeting.

11. VOTING AT GENERAL MEETINGS

11.1 Voting Rights

- (a) Each Member Club has one vote on each resolution to be considered at a General Meeting.
- (b) Member Clubs may vote by proxy validly appointed in accordance with this Constitution.
- (c) A Member Club is not entitled to vote if its affiliation fee is in arrears at the commencement of the General Meeting.

11.2 General Resolutions

- (a) Except in the case of a Special Resolution, a motion is carried if a simple majority of the Member Clubs present and entitled to vote at a General Meeting vote in favour of the motion.
- (b) If votes are divided equally on any resolution (other than a Special Resolution), the Chairperson of the meeting (or any Director acting in the position of Chairperson in accordance with clause 14.4(c)) has a casting vote.

11.3 Special Resolutions

- (a) Under the Act, a Special Resolution is required if the Association proposes to:
 - (i) alter the Constitution, including the name of the Association;
 - (ii) apply for registration or incorporation as a prescribed body corporate;

- (iii) to approve the terms of an amalgamation with one or more other incorporated associations;
- (iv) to be wound up voluntarily or by the Supreme Court; or
- (v) cancel its incorporation.

11.4 Voting Procedure

- (a) At any General Meeting, all resolutions shall be decided on a show of voting cards unless a poll is (before the vote is taken, before the voting results on a show of voting cards are declared or immediately after the declaration of the voting result of the show of voting cards) demanded by:
 - (i) the Chairperson; or
 - (ii) a simple majority of Member Clubs taken to be present at the meeting in accordance with this Constitution.
- (b) Unless a poll is demanded under clause 11.4(a), the Chairperson may, on a show of voting cards, declare that a resolution has been carried or lost.
- (c) If the resolution is a Special Resolution, the declaration under clause 11.4(b) must identify the resolution as a Special Resolution.
- (d) If a poll is demanded on any resolution in accordance with clause 11.4(a):
 - (i) the poll must be taken in the manner determined by the Chairperson; and
 - (ii) the Chairperson must declare the determination of the resolution on the basis of the poll.
- (e) If a poll is demanded on a question of an adjournment, the poll must be taken immediately.
- (f) If a poll is demanded on any other resolution, the poll must be taken before the close of the meeting at a time determined by the Chairperson.
- (g) A declaration under clause 11.4(b) or (d) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

11.5 Minutes of General Meetings

- (a) The Board must cause minutes to be made of each General Meeting.
- (b) The minutes must record the proceedings and resolutions of the General Meeting.
- (c) The minutes of a General Meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (d) The Chairperson must ensure that the minutes of a General Meeting over which she or he presides are reviewed and signed as correct as soon as practicable after that General Meeting.

- (e) In the absence of evidence to the contrary, contents of the minute book that are recorded and signed in accordance with this clause 11.5 are evidence of the matters shown in the minute.

12. DISCIPLINARY ACTION

12.1 Suspension or Expulsion

- (a) The Board may decide to suspend a Member's affiliation or membership or to expel a Member from the Association if the Member:
 - (i) contravenes this Constitution; or
 - (ii) acts in a manner that is detrimental to the interests of the Association.
- (b) The Association must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (c) The notice given to the Member must state:
 - (i) the time, date and place of the Board meeting;
 - (ii) the grounds on which the proposed suspension or expulsion is based; and
 - (iii) that the Member, or the Member's representative, may attend the Board meeting and will be given a reasonable opportunity to make oral or written submissions (or both) to the Board in respect of the proposed suspension or expulsion.
- (d) At the Board meeting, the Board must:
 - (i) give the Member, or the Member's representative, a reasonable opportunity to make oral or written submissions (or both) to the Board in respect of the proposed suspension or expulsion;
 - (ii) give due consideration to any submissions; and
 - (iii) decide whether the Member shall be suspended (and, if so the period of suspension) or expelled from the Association.
- (e) A decision of the Board to suspend the Member's affiliation or membership or to expel the member from the Association shall take immediate effect.
- (f) The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within seven days of the Board meeting at which the decision is made.
- (g) A Member whose affiliation or membership is suspended, or who is expelled from the Association, may, within 14 days after receiving notice of the Board's decision under clause 12.1(f), initiate the dispute resolution procedure under clause 13.3(b) by giving a written notice to the Chairperson.

12.2 Consequences of Suspension

- (a) During the period in which a Member's affiliation or membership is suspended, the Member:
 - (i) loses any rights (including voting rights) arising as a result of membership or affiliation; and
 - (ii) is not entitled to a refund, rebate, relief or credit for membership fees or affiliation fees paid, or payable to the Association.
- (b) When a Member's membership or affiliation is suspended, the Association must record in the Register:
 - (i) that the Member's affiliation or membership is suspended;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the Register must be updated to reflect that the Member is no longer suspended.

13. RESOLVING DISPUTES

13.1 Application of Disputes Resolution Procedure

- (a) The disputes resolution procedure set out in this clause applies to disputes under or relating to this Constitution between:
 - (i) a Member and another Member or Members; or
 - (ii) a Member or Members and the Association.

13.2 Dispute Committee

- (a) The Board shall establish a committee responsible for the administration of the disputes resolution procedure in accordance with this Constitution and any other applicable policies of the Association from time to time (the **Dispute Committee**).
- (b) The composition of the Dispute Committee shall be determined by the Board, in its sole discretion, provided always that the Dispute Committee shall consist of at least three people and may include Members or appropriately qualified or experienced persons who are not Members.

13.3 Disputes Procedure

- (a) The parties to the dispute must attempt to resolve the dispute within 28 days after the dispute comes to the attention of all parties. In the event of a dispute involving the Association, the Chairperson or another Director nominated by the Chairperson, will represent the Association.
- (b) If the parties are unable to resolve the dispute within the 28 day period specified in clause 13.3(a), either party may initiate the dispute resolution procedure by giving a

written notice to the Chairperson identifying the parties to the dispute and the subject of the dispute.

- (c) Within 28 days of receipt of notice under clause 13.3(b), the Chairperson must refer the dispute to the Dispute Committee.
- (d) Following referral under clause 13.3(c), the Dispute Committee must:
 - (i) convene a meeting to determine the dispute using any medium by which each of the participants can simultaneously hear all the other participants (including telephone, video conferencing or any other means of instant communication);
 - (ii) give all parties at least 14 days' written notice of the date, time and place of the meeting, informing them that they may attend the meeting (in person or via telephone, video conferencing or any other available means) and make oral or written submissions (or both);
 - (iii) at the meeting, give each party to the dispute, or the party's representative, a full and fair opportunity to make oral or written submissions; and
 - (iv) determine the dispute, or if it thinks appropriate, refer the dispute to an alternative dispute resolution process.
- (e) Written notice of the Dispute Committee's decision must be given to all parties to the dispute within 14 days after the meeting referred to in clause 13.3(d)(i).
- (f) Following the Dispute Committee's decision, any party to the dispute may apply to the State Administrative Tribunal (or any other appropriate body) to determine the dispute in accordance with the Act or otherwise at law.

14. BOARD

14.1 Powers of the Board

- (a) The Directors shall have the power to manage the affairs of the Association.
- (b) Subject to the Act, this Constitution and any resolution passed at a General Meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (c) The Board must take all reasonable steps to ensure that the Association complies with the Act and this Constitution.

14.2 Composition of the Board

The Board shall comprise:

- (a) six Elected Directors who must all be Individual Members and who shall be elected under clause 15;
- (b) one Appointed Director who must be an Individual Member and sit on the State Coaching Panel and who shall represent the interests of the State Coaching Panel; and

- (c) up to two Appointed Directors, who need not be Members and who may be appointed by the Board under clause 16.

14.3 Responsibilities of Directors

- (a) A Director must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person:
 - (i) were an officer of the Association in the Association's circumstances; and
 - (ii) occupied the office held by, and had the same responsibilities within the Association as, the officer.
- (b) A Director must exercise his or her powers and discharge his or her duties:
 - (i) in good faith and in the best interests of the Association; and
 - (ii) for a proper purpose.
- (c) A Director must not improperly use his or her position to:
 - (i) gain an advantage for either that Director or another person; or
 - (ii) cause detriment to the Association.
- (d) A person who obtains information because the person is, or has been, a Director of the Association must not use the information to:
 - (i) gain an advantage for the person or another person; or
 - (ii) cause detriment to the Association.
- (e) A Director who has a material personal interest in a matter which is or will be considered at a Board meeting must:
 - (i) as soon as the Director becomes aware of the interest disclose, at the relevant Board meeting, the nature and extent of the interest and how the interest relates to the activity of the Association;
 - (ii) subject to clause 14.3(f), not be present while the matter is being considered at the Board meeting or vote on the matter; and
 - (iii) ensure the nature and extent of the interest and how the interest relates to the activity of the Association is disclosed at the next General Meeting.
- (f) In the event that the number of Directors excluded under clause 14.3(e)(ii) at any Board meeting is such that a quorum is no longer present, each Director, who has disclosed a material personal interest under clause 14.3(e)(i), may be present while the matter is being considered and vote on the matter notwithstanding that material personal interest.
- (g) Clause 14.3(e) does not apply to any material personal interest that exists only because the Director:

- (i) is a member of a class of persons for whose benefit the Association is established;
or
 - (ii) that the Director has in common with all, or a substantial proportion of, the Members.
- (h) Subject to compliance with this clause 14.3 and the Act, a Director who is interested in any contract or arrangement is not prevented from signing the document evidencing the contract or arrangement by virtue of that interest.

14.4 Chairperson

- (a) The Directors shall, by simple majority, elect one of their number to chair Board meetings and General Meetings (**Chairperson**) and may decide the period during for which the Chairperson is to hold that office.
- (b) The Chairperson shall be the nominal head of the Association.
- (c) If the Chairperson is absent from, or unwilling to act as chairperson of, a Board Meeting or a General Meeting, the Directors present shall appoint another Director to act as chairperson of that meeting.
- (d) Where a person chairs a Board meeting or General Meeting, in relation to that meeting, references to the Chairperson in this Constitution include a reference to that person.

14.5 Board Register

- (a) The Board must ensure that a register is kept and maintained in accordance with the Act, including:
 - (i) the name; and
 - (ii) at least one of the residential address, business address, post office box address or email address,

(the Board Register) for:
 - (iii) each Director;
 - (iv) any other person who holds any office in the Association; and
 - (v) any person who is appointed or who acts as trustee on behalf of the Association.
- (b) The Board Register is available for inspection by any current Member upon written request to the Board.
- (c) A Member may make a copy of entries in the Board Register or take an extract but a Member does not have the right to remove the Board Register for that purpose.
- (d) A Member must not use or disclose any information in the Board Register for any purpose other than a purpose that:
 - (i) is directly connected with the affairs of the Association; or

- (ii) relates to the administration of the Act.

14.6 Payments to Directors

- (a) Any payments to Directors out of the funds of the Association must be authorised by resolution of the Members at a General Meeting.
- (b) Clause 14.6(a) does not apply to any payments for out-of-pocket travel and accommodation expenses incurred in connection with the performance of the Director's duties, powers and functions.

14.7 Transitional Arrangements

The Directors in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next annual general meeting following such adoption of this Constitution. After this General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

15. ELECTION OF DIRECTORS

15.1 Eligibility

A person is eligible for election to the position of Elected Director only if they:

- (a) are an Individual Member;
- (b) are 18 years of age or over;
- (c) are not disqualified from being a member of the Board under sections 39 and 40 of the Act; and
- (d) meet one of the following criteria:
 - (i) have been an Individual Member for at least five years'; or
 - (ii) have held an executive position at a Member Club, Zone or State level (including but not limited to Sports Committee and the State Coaching Panel).

15.2 Nominations

- (a) Nominations for the position of Elected Director shall be called for 60 days prior to the date of the annual general meeting.
- (b) Nominations must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose as determined by the Board;
 - (iii) signed by the President and Secretary of a Member Club of which the nominee is a financial and registered member;

- (iv) certified by the nominee expressing his or her willingness to accept the position for which he or she is nominated; and
- (v) delivered to the Association not less than 30 days before the date fixed for the annual general meeting.

15.3 Elections

- (a) If the number of nominations received for the position of Elected Director are:
 - (i) equal to or less than the number of vacancies on the Board, then those nominees shall be declared elected only if approved by a simple majority of Members present and entitled to vote at the annual general meeting;
 - (ii) insufficient to fill the number of vacancies on the Board, or if a person is not approved by the simple majority of Members under clause 15.3(a), the positions will be deemed to be casual vacancies for the purposes of clause 17.2; or
 - (iii) greater than the number of vacancies on the Board, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacant position on the Board.
- (b) Voting in respect of the election of Directors shall be conducted in such manner and by such method as may be determined by the Board from time to time.

15.4 Term of Office

- (a) Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, an Elected Director must not hold office (without re-election) past the second annual general meeting following the Director's appointment or two years, whichever is longer.
- (b) At each annual general meeting, three Elected Directors, being those Elected Directors who have served for the longest period of time, shall retire and being, eligible, may nominate for re-election.
- (c) The sequence of retirements under clause 15.4(b) to ensure rotational terms shall be determined by the Board in accordance with this Constitution. If the Board cannot agree it will be determined by ballot.
- (d) No person who has served as an Elected Director for a period of three consecutive full terms shall be eligible for election as an Elected Director until the next annual general meeting following the date of conclusion of his last term as an Elected Director.

16. APPOINTED DIRECTORS

16.1 Eligibility

A person is eligible for appointment to the position of Appointed Director only if they:

- (a) are a natural person;

- (b) are not disqualified from being a member of the Board under sections 39 and 40 of the Act;
- (c) have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition, or in the case of the representative of the State Coaching Panel, sit on the State Coaching Panel; and
- (d) satisfy any other eligibility requirements determined by the Board from time to time.

16.2 Appointment of Directors

The Elected Directors may appoint up to three Appointed Directors, one of whom must be the representative of the State Coaching Panel.

16.3 Term of Appointment

- (a) Subject to the provisions of this Constitution relating to earlier retirement or removal of Directors, an Appointed Director must not hold office (without reappointment) for more than two years from the date of their appointment.
- (b) Any adjustment to the term of Appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution shall be determined by the Board.
- (c) Following the adoption of this Constitution, no person who has served as an Appointed Director for a period of three consecutive full terms shall be eligible for appointment as an Appointed Director until the next annual general meeting following the date of conclusion of his last term as an Appointed Director.

17. BOARD VACANCIES

17.1 Vacancy on the Board

A Director's term ends and that Director's position becomes vacant if the Director:

- (a) resigns by notice in writing delivered to the Chairperson (or in the case of a Chairperson resigning, delivered to the other Directors);
- (b) dies;
- (c) is or becomes ineligible to act as a Director under clause 15.1 or 16.1;
- (d) becomes physically or mentally incapable of performing the Director's duties and the Board resolves that his or her office be vacated for that reason;
- (e) is absent, without the consent of the Board, from three Board meetings within a period of six months; or
- (f) is the subject of a resolution passed by the Board or the Members at a General Meeting in accordance with clause 17.3 removing him or her as a Director.

17.2 Casual Vacancies

- (a) The Board may fill any casual vacancy in the position of Elected Director from any persons who meet the eligibility criteria set out in clause 15.1. A Director appointed under this clause 17.2(a) must not hold office (without-re-election) past the next annual general meeting.
- (b) The Board may fill any casual vacancy in the position of Appointed Director from any persons who meet the eligibility criteria set out in clause 16.1. A Director appointed under this clause 17.2(b) may hold office in accordance with clause 16.3.

17.3 Removal of a Director

- (a) The Board may remove a Director from the Board if, in the reasonable opinion of the Board, the Director:
 - (i) has acted in manner that is inconsistent with the objects and interests of the Association;
 - (ii) has acted in a manner that has brought, or is likely to bring, the Association into disrepute; or
 - (iii) breaches, or is suspected of breaching, the terms of this Constitution or the Act.
- (b) The Board shall notify the Director of the Board's intention to terminate the Directorship and set out the grounds for doing so in writing, not less than 14 days prior to the Board meeting at which termination is to be considered.
- (c) The Members at a General Meeting may also resolve to remove a Director from the Board on the grounds set out in clause 17.3(a).
- (d) The Director that is the subject of a resolution under clause 17.3(a) or (c) may make representations to the Board or the Members at a General Meeting (as the case may be) in relation to the proposed termination, either in person or in writing, before the Board or the Members (as applicable) determine the matter.

18. BOARD PROCEEDINGS

18.1 Meetings of the Board

- (a) The Board or a Director may call a Board meeting by giving reasonable notice to each Director.
- (b) The Board shall meet as often as necessary to discharge its duties to the Association and in any event at least nine times in each calendar year as determined by the Board.
- (c) The Board may adjourn and otherwise regulate its meetings as it thinks fit.

18.2 Meetings by Telecommunications

Without limiting the Board's power to regulate its meetings as it thinks fit, the Board may hold a valid meeting using any medium by which each of the Directors can simultaneously hear all

the other participants (including telephone, video conferencing or any other means of instant communication), and in that case:

- (a) the participating Directors are taken to be present at the meeting for the purposes of 18.3;
- (b) the meeting is taken to be held at the location where the Chairperson of the meeting is; and
- (c) all proceedings of the Board conducted in accordance with this clause are as valid and effective as if conducted at a meeting at which all of the Directors were present in person.

18.3 Quorum

- (a) No business may be transacted at a Board meeting unless a quorum is present.
- (b) The quorum for a Board meeting shall be five Directors.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting:
 - (i) the meeting stands adjourned to a day, time and place as determined by the Board or, if no decision is made by the Board, to the same time, day and place in the following week (**Adjourned Board Meeting**); and
 - (ii) if no quorum is present at the Adjourned Board Meeting within 30 minutes after the notified commencement time for the meeting, and at least three Directors are present at the meeting, those Directors present are taken to constitute the quorum.
- (d) In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

18.4 Guests at Board Meetings

- (a) The Board may invite a Member or any other person who is not a Director to attend a Board meeting.
- (b) A person invited to attend a Board meeting under clause 18.4(a) has no right to:
 - (i) receive any agendas, notices or papers relating to the Board meeting;
 - (ii) to vote; and
 - (iii) to comment on any matters discussed at the Board meeting without the Board's consent.

18.5 Decisions of Board

- (a) Subject to this Constitution, a resolution of the Board must be passed by a majority of the votes of Directors present and entitled to vote on the resolution.
- (b) In case of an equality of votes, the Chairperson has a casting vote in addition to his or her deliberative vote.

18.6 Resolutions not in Meeting

- (a) The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution:
 - (i) sign a document (or separate identical copies of the document) containing a statement that they are in favour of the written resolution set out in the document; or
 - (ii) confirm by email, text message or any other method of communication approved by the Board that they are in favour of the written resolution, in accordance with any policies adopted by the Board for this purpose.
- (b) The resolution is passed when the last Director confirms their approval of the resolution and this confirmation is duly recorded against the written resolution.

18.7 Minutes of Board Meetings

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The Board may appoint a person to record the minutes of resolutions and proceedings of Board meetings together with a record of the names of persons present at each meeting.
- (c) The Chairperson must ensure that the minutes of a Board Meeting over which she or he presides are reviewed and signed as correct as soon as practicable after that Board Meeting.
- (d) In the absence of evidence to the contrary, contents of the minutes that are recorded and signed in accordance with clause 18.7 are evidence of the matters shown in the minutes.

18.8 Acts Valid Despite Defective Appointment

Any act done at any Board meeting by any person acting as a Director, even if it is later discovered that there was some defect in the appointment of any such Director or that the Director was not eligible for election under clause 15.1 or 16.1 is valid as if the Director had been duly appointed and was qualified to be a Director.

18.9 Delegations

- (a) The Board may create or establish or appoint committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines from time to time.

- (b) The Board may delegate such duties and functions of the Board other than:
 - (i) the power of delegation; and
 - (ii) a function which is a duly imposed on the Board by the Act or any other law.
- (c) Any delegation by the Board must be made in writing.

19. STATUS AND COMPLIANCE

19.1 National Sporting Organisation

- (a) The Association is a member of PCA and is recognised by PCA as the controlling authority for Pony Club in Western Australia.
- (b) The Association shall abide by the constitution of PCA and any other rules, regulations or by-laws of PCA (as applicable from time to time).
- (c) The Association will not resign, disaffiliate or otherwise seek to withdraw from PCA without approval by Special Resolution.

19.2 Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the objects and Pony Club are to be conducted, promoted, encouraged, advanced and administered throughout Western Australia;
- (b) to ensure the maintenance and enhancement of Pony Club, its standards, quality and reputation for the benefit of the Members and Pony Club;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Pony Club and its maintenance and enhancement;
- (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of Pony Club and the Members; and
- (f) that should a Member have administrative, operational or financial difficulties the Association may act to assist the Member in whatever manner the Association considers appropriate.

19.3 Zone and Member Club Compliance

Zones and Member Clubs acknowledge and agree that they shall:

- (a) be or remain incorporated in Western Australia;
- (b) recognise the Association as the authority for Pony Club in Western Australia and PCA as the national authority for Pony Club;

- (c) adopt and implement such communications and Intellectual Property, policies as may be developed by the Association from time to time; and
- (d) have regard to the objects in any matter of the Zone or Member Club pertaining to Pony Club.

19.4 Zone and Member Club Constitutions

- (a) The constituent documents of Zones and Member Clubs will clearly reflect the objects and will substantially conform to this Constitution.
- (b) Zones and Member Clubs will take all reasonable steps necessary to ensure their constituent documents substantially conform to this Constitution.
- (c) Zones and Member Clubs shall provide to the Association a copy of their constituent documents and all amendments to these documents. Zones and Member Clubs acknowledge and agree that the Association has power to veto any provision in a Zone or Member Club constitution which, in the Association's opinion, is contrary to the objects.
- (d) The constituent documents of each Zone and Member Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the Association as the authority for Pony Club in Western Australia and PCA as the national authority for Pony Club in Australia.

20. EXECUTION OF DOCUMENTS

- (a) The Association may execute a document without using a common seal if the document is signed by:
 - (i) two Directors; or
 - (ii) one Director and a person authorised by the Board.
- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal; and
 - (ii) a document may only be sealed with the common seal by the authority of the Board and in the presence of:
 - (A) two Directors; or
 - (B) one Director and a person authorised by the Board,and each of them is to sign the document to attest that the document was sealed in their presence.
- (c) A written record of each use of the common seal must be made.

21. INSPECTION OF RECORDS

- (a) Subject to the Act and to this Constitution, the Board must determine whether and on what terms the books, records and other documents of the Association will be open to the inspection of Members other than Directors.
- (b) A Member other than a Director does not have the right to inspect any document of the Association except as provided by the Act, or otherwise as authorised by the Board or by the Association in General Meeting.

22. NOTICE

- (a) All notices, including notices of General Meeting, may be given by the Association to any Member by:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member's nominated address;
 - (iii) sending it by email to an email address nominated by the Member, or by any other electronic means nominated by the Member; or
 - (iv) giving it by any other means permitted or contemplated by the Act.
- (b) A notice is deemed to be given by the Association and received by the Member:
 - (i) if delivered in person, when delivered to the member;
 - (ii) if posted, one business day after the date of posting to the Member; or
 - (iii) if sent by email or other electronic means, on the day after the date of its transmission, but if the delivery or receipt is on a day which is not a business day or is after 4.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next business day.

23. FINANCIAL MATTERS

23.1 Source of Funds

The funds of the Association may be derived from entrance fees, affiliation fees, membership fees, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

23.2 Control of Funds

- (a) The funds of the Association must be kept in an account or accounts in the name of the Association in a financial institution determined by the Board.
- (b) The Board is responsible for expenditure of the funds of the Association and may authorise any person to expend the funds of the Association within specified limits and any expenditure above those limits must be approved or ratified by the Board.
- (c) The funds of the Association are to be used to do:

- (i) anything which it considers will advance or achieve the objects; and
 - (ii) all other things that are incidental to carrying out the objects.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association and all electronic payments by the Association must be signed, made or authorised (as applicable) by:
- (i) two Directors; or
 - (ii) any person or persons authorised by the Board.

23.3 Financial Records

- (a) The Association must keep financial records that:
- (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair Financial Statements to be prepared in accordance with Division 3 of Part 5 of the Act.
- (b) The Association must retain its financial records for at least seven years after the transactions covered by the records are completed.
- (c) The Association must allow the Directors and the auditor to inspect the financial records of the Association at all reasonable times.

23.4 Financial Reporting, Audit and Review

- (a) The Board must cause the Association to comply with all financial reporting obligations imposed on it under the Act.
- (b) Without limiting clause 23.4(a), the Board must cause the Association to:
- (i) if it is a tier 1 association, prepare annual Financial Statements, presented under Part 5 of the Act;
 - (ii) if it is a tier 2 association or tier 3 association, prepare an annual Financial Report, presented under Part 5 of the Act;
 - (iii) have its Financial Statements or Financial Report reviewed or audited (as applicable) if:
 - (A) it is required under the Act;
 - (B) it is directed by the Commissioner;
 - (C) the Member Clubs pass a resolution requiring it; or
 - (D) it is required as a condition of a funding arrangement; holding of a charitable collections licence or otherwise at law; and

- (iv) if required to be presented for consideration under Part 5 of the Act, present a copy of the report of the review or the auditor's report on the Financial Statements or Financial Report (as applicable) to the annual general meeting.

23.5 Financial Year

The financial year of the Association is the 12 month period starting on 1 January each calendar year (**Financial Year**).

24. INDEMNITY AND INSURANCE

- (a) Every Director and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Association shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except in the case of wilful misconduct, fraud and negligence engaged in:
 - (i) by any Director whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) by any employee of the Association in the course of, and within the scope of their employment by the Association.
- (c) Subject to applicable law, the Association shall maintain a Directors' and Officers' insurance policy which is adequate and appropriate having regard to the Association's circumstances and which shall cover the Director's term of appointment and a period of seven years after the Director ceases to serve the Association as a Director.

25. WINDING UP, CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) For the purposes of this clause **Surplus Property** has the meaning given in section 3 of the Act.
- (b) Subject to the Act, the Association may cease its activities and be wound up or cancelled if authorised by a Special Resolution.
- (c) Upon the winding up or cancellation of the Association, any Surplus Property will not be paid to or distributed among the Members, but will be distributed to one or more organisations listed in section 24(1) of the Act with objects similar to the objects.

26. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution and in accord with the Act.